

10/26

To DJA

for signature.

OK - signed

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circulating internally



# PHILIP MORRIS

INCORPORATED

120 PARK AVENUE, NEW YORK, N.Y. 10017 • TELEPHONE (212) 880-5000

## AGREEMENT

THIS AGREEMENT ("Agreement") is made as of the 10 day of October, 1990 by and between PHILIP MORRIS INCORPORATED, a Virginia corporation with offices at 120 Park Avenue, New York, New York 10017 ("PM"), and DON JAGODA ASSOCIATES, INC., a New York corporation with offices at One Underhill Boulevard, Syosset, New York 11791 ("DJA").

WHEREAS, PM desires to conduct the "ALPINE Resort Sweepstakes" ("Sweepstakes") in order to enhance the positive image of, and goodwill enjoyed by, PM and its products; and

WHEREAS, DJA has experience and expertise in the design, development, and implementation of sweepstakes and contest promotions;

NOW, THEREFORE, in exchange for the covenants set forth herein and other good and valuable consideration, the receipt and sufficiency of which hereby are acknowledged, PM and DJA agree as follows:

1. Overview. PM will distribute to consumers, as part of its ALPINE RECONTACT PROGRAM, five (5) "cents-off" coupons good on purchases of PM's ALPINE Brand of cigarettes. Each coupon, when redeemed, will double as an automatic entry into the Sweepstakes. Each coupon will offer a different mountain resort as a prize. Consumers will not have to fill out this coupon, as each coupon is personalized with a six-digit code number that will identify the consumer. PM shall provide DJA with a listing of consumers and their corresponding six-digit code. PM shall instruct its coupon clearing house to forward all redeemed coupons to the National Judging Institute. An alternative means of entry into the Sweepstakes will also be provided to consumers who do not wish to redeem the foregoing ALPINE coupons. Consumers may enter the Sweepstakes by sending a completed 3" x 5" card to a designated address. These entries will be placed in the Sweepstakes drawing by DJA.

2. Services. DJA shall perform all services in accordance with instructions from PM, and subject to PM's approval. DJA's responsibilities shall include, without limitation:

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